



SILVER-MILLER MINES LIMITED

Suite 714, 62 Richmond Street West
Toronto 1, Ontario

NOTICE OF ANNUAL AND GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual and General Meeting of the Shareholders of SILVER-MILLER MINES LIMITED will be held in the Prince Edward Island Room of the Royal York Hotel, 100 Front Street West, Toronto 1, Ontario, on

TUESDAY, THE 29th DAY OF AUGUST, 1967

at the hour of 10:30 o'clock in the forenoon (Toronto time) for the following purposes:

- (a) to receive and consider the balance sheet of the Company and accompanying financial statements for the year ended April 30, 1967, together with the Auditors' Report thereon dated July 10, 1967 and all the transactions reflected thereby, the Report by the President on behalf of the Board of Directors dated August 2nd, 1967, the Report by the Mine Manager dated July 27th, 1967, all contained in the Annual Report submitted herewith;
- (b) to elect directors and fix their remuneration;
- (c) to appoint auditors and authorize the board to fix their remuneration;
- (d) to confirm Special Resolution No. 5 set out in the Information Circular submitted herewith;
- and
- (e) to transact such other business as may properly come before the meeting.

Accompanying this notice is an Information Circular wherein is set out the Special Resolution No. 5 with other pertinent information and the Annual Report.

Shareholders who will not attend the meeting are respectfully requested to complete, sign and return the proxy form accompanying this notice.

Pursuant to a resolution of the Board, proxy forms to be used at the meeting must be deposited with the Company at its head office, Suite 714, 62 Richmond St. West, Toronto, Ont., not later than 12:00 o'clock noon Saturday, August 26, 1967.

DATED at Toronto, Ontario, this 4th day of August, 1967.

By Order of the Board,

MURRAY COOPER,
President.

SILVER-MILLER MINES LIMITED

INFORMATION CIRCULAR

1. SOLICITATION OF PROXIES

This information circular is furnished by the management of Silver-Miller Mines Limited (the "Company") in connection with the solicitation of proxies to be used at the annual and general meeting of shareholders of the Company to be held in Toronto on August 29, 1967 for the purposes set forth in the accompanying notice of meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by directors, officers and regular employees of the Company. The cost of such solicitation will be nominal and will be borne by the Company.

2. APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying proxy form are officers and directors of the Company and nominees of management. A shareholder desiring to appoint some other person to represent him at the meeting may do so either by inserting the name of such other person in the blank space provided in the proxy form, striking out the names of management's nominees and initialling the change, or by completing another proxy form. In either case the completed proxy form to become effective must be delivered to the Secretary of the Company.

A shareholder who has appointed a proxy may revoke such appointment at any time as to any matter on which a vote has not been cast, either (a) by signing a proxy form bearing a later date and delivering it to the Secretary of the Company, or (b) by signing a notice of revocation of the proxy and delivering it to the Secretary of the Company or the Chairman of the meeting.

3. EXERCISE OF DISCRETION BY PROXIES

The proxies named in management's proxy form will vote the shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them. In the absence of such direction, such shares will be voted for confirmation of Special Resolution No. 5, for the approval of the balance sheet and related financial statements and the transactions reflected thereby, and for the election of directors and the appointment of auditors as stated under those headings in this circular. The enclosed proxy form confers discretionary authority upon the proxies named therein with respect to amendments or variations to matters identified in the notice of meeting, and to other matters which may properly come before the meeting. At the date of this circular the management of the Company is not aware that any such amendments or variations or other matters are to be presented for consideration at the meeting.

4. VOTING OF SHARES

All shareholders of record at the time of the meeting are entitled to vote at the meeting. On the date of this information circular there were 6,646,181 equity shares outstanding, all of one class, each carrying the right to one vote.

5. ELECTION OF DIRECTORS

There are seven directors on the board. Directors hold office until the annual meeting following their election or appointment.

The officers and directors intend to nominate and cast all shares held by them and all proxies in their favour FOR the election of the following:

Name of Director and Office Held in Company	Principal Occupation during past five years	Director of Company since	Shares Owned Beneficially
MURRAY COOPER Director and President	Mining Executive, President and Director of Silver-Miller Mines Ltd. and other corporations, Toronto	Jan. 13, 1947	12,608
CHARLES G. GRAY Director and Vice-President	Consultant, Ontario Development Agency, Toronto	July 16, 1964	1
E. FRANKLIN FURNISS Director and Assistant Treasurer	Proprietor of Corporate Services, Toronto	Aug. 19, 1963	1
J. M. WAINBERG, Q.C. Director and Secretary-Treasurer	Lawyer, self employed in the practice of law, Toronto	Oct. 31, 1962	202
HAROLD B. McLEAN Director and Mine Manager	Mine Manager for Silver-Miller Mines Limited, Cobalt.	Oct. 21, 1962	2
ERNEST F. GRIFFITH Director	Accountant, self employed in Toronto	Aug. 19, 1963	1
WALTER A. CARTER Director	Consulting Mining Engineer, Toronto	Jan. 19, 1963	37,501

Management is not presently aware that any of the above nominees are unwilling or unable to serve as a director if elected. But should any vacancy occur in the above slate of nominees, the remaining nominees shall nominate as directors any other person or persons of their choice.

6. APPOINTMENT OF AUDITORS

The proxies named by management in the proxy form intend to cast all their votes for the re-appointment of Fisher, Nisker & Co., as auditors of the Company, which firm has been auditors of the Company since 1963.

7. OTHER MATTERS

In addition to the routine business of an annual meeting, the only other business of which management is now aware on which action will be taken will be the submission to the meeting for confirmation, Special Resolution No. 5 as follows:

RESOLVED as a Special Resolution that:

1. The Company do enter into the agreement dated the 25th day of July, 1967 between the Company and Hiho Silver Mines Limited whereby the Company (subject to confirmation by at least two-thirds of the votes cast at a meeting of shareholders called for that purpose) agrees to lease to Hiho Silver all the Company's uncommitted lands in the Cobalt area upon the terms set out in the said agreement, and
2. The officers of the Company be and they are hereby authorized to execute the said agreement on behalf of the Company and to do all things and execute all documents necessary or desirable to effectuate this resolution.

Special Resolution No. 5 authorizes the Company to enter into the said lease (subject to confirmation by two-thirds of the votes cast at the general meeting called for that purpose). The lease is for one year, renewable from year to year at a rental of \$500 per month plus taxes. In addition to the payment of the rent and taxes the Lessee obligates itself to spend a minimum of \$50,000 per year on exploration, development and production.

The full lease is not reproduced here for reasons of economy, however it will be produced at the meeting and the Company will send a copy to any shareholder who requests the same within the next 30 days.

In the opinion of management the transaction referred to in the Special Resolution is desirable and in the interest of the Company and its shareholders.

Reference is made to the Report by the President dated August 2, 1967 contained in the Annual Report submitted herewith.

No person who has been a director or senior officer of the Company since the beginning of the last completed fiscal year, or any associate of any such person, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter intended to be acted upon at the meeting other than the election of directors and the appointment of auditors.

8. REMUNERATION OF DIRECTORS AND OFFICERS

During the past fiscal year the aggregate direct remuneration paid or payable by the Company to its directors and senior officers was \$14,400.00.

The Company presently pays its directors \$25.00 plus reasonable travelling expenses for each meeting of directors and shareholders attended by them. It is intended to ask the shareholders to increase this to \$50.00 per meeting.

There are no pension or retirement benefits proposed to be paid to directors or senior officers of the Company. No stock options have been granted during the past fiscal year and none are in existence.

9. PRINCIPAL HOLDINGS OF SHARES

To the knowledge of the directors or senior officers of the Company, no person or corporation has more than 10% of the issued and outstanding shares of the Company.

10. INTEREST IN MATERIAL TRANSACTIONS

No director, senior officer or proposed nominee for election as a director of the Company or any associate or affiliate of any of them had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year or has any material interest in any proposed transaction.

Submitted on behalf of the management of Silver-Miller Mines Limited this 4th day of August, 1967.